

VALASSIS COMMUNICATIONS INC  
Form 8-K  
June 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 27, 2011

**VALASSIS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-10991**  
(Commission

File Number)

**38-2760940**  
(IRS Employer

Identification No.)

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**19975 Victor Parkway, Livonia, MI**  
(Address of Principal Executive Offices)

**(734) 591-3000**

**48152**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Items to be Included in this Report**

**Item 7.01. Regulation FD Disclosure.**

On June 27, 2011, Valassis Communications, Inc. ( Valassis ) issued a press release announcing that it has completed the refinancing of its existing senior secured credit facility with a new \$400.0 million senior secured credit facility. The new facility consists of a \$300 million term loan and a \$100 million revolving line of credit, of which \$50 million was drawn at the closing. Furnished hereto as Exhibit 99.1 to this Current Report on Form 8-K is a copy of the press release.

The information furnished pursuant to this Current Report on Form 8-K (including Exhibit 99.1 hereto) shall not be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act ), nor shall it be incorporated by reference into any filings by Valassis under the Securities Act or under the Exchange Act unless Valassis expressly sets forth in such filing that such information is to be considered filed or incorporated by reference therein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Valassis Communications, Inc. dated June 27, 2011.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VALASSIS COMMUNICATIONS, INC.

Date: June 27, 2011

By: /s/ Todd Wiseley

Name: Todd Wiseley

Title: General Counsel and Senior Vice President, Administration

**Exhibit Index**

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